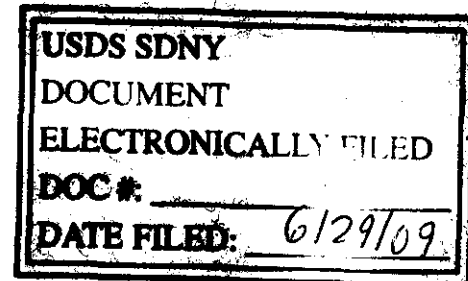


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 SECURITIES AND EXCHANGE COMMISSION
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**UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

- against -

**FTC Capital Markets, Inc.,
 FTC Emerging Markets, Inc., also d/b/a FTC Group,
 Guillermo David Clamens,
 Lina Lopez a/k/a Nazly Cucunuba Lopez,**

Defendants.

ECF Case

09 Civ. 4755 (PGG)

**STIPULATION AND ORDER IMPOSING ASSET FREEZE AND OTHER
 RELIEF AGAINST DEFENDANTS FTC CAPITAL MARKETS, INC., FTC EMERGING
 MARKETS, INC. ALSO D/B/A FTC GROUP AND GUILLERMO DAVID CLAMENS**

The Securities and Exchange Commission ("SEC") having filed a Complaint on May 20, 2009 and on June 16, 2009 having filed an Order To Show Cause seeking emergency relief; and the Court having entered the order on June 17, 2009 collectively granting a temporary restraining order, asset freeze and other relief against Defendants Guillermo David Clamens, FTC Capital Markets, Inc., and FTC Emerging Markets, Inc., also d/b/a FTC Group (collectively, "Defendants") and Defendants having each (1) entered a general appearance; (2) consented to

the Court's jurisdiction over the Defendants and the subject matter of this action; (3) stipulated and agreed, through their respective undersigned counsel, to entry of this Stipulation and Order Imposing Asset Freeze and Other Relief Against The Defendants ("the Asset Freeze Order") without admitting or denying the allegations of the Complaint and (4) waived findings of fact and conclusions of law; and (5) waived any right to appeal from this Asset Freeze Order:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that, pending final disposition of this action, Defendants, and their agents, servants, employees, and attorneys, and those persons in active concert or participation with them who receive actual notice of such Order by personal service or otherwise, and each of them, hold and retain within their control, and otherwise prevent, any withdrawal, transfer, pledge, encumbrance, assignment, dissipation, concealment or other disposal of any assets, funds, or other property (including money, real or personal property, securities, commodities, choses in action, business interests or other property of any kind whatsoever) of, held by, or under the control of Defendants, whether held in their name or for their direct or indirect beneficial interest, wherever situated, including, but not limited to, the accounts listed on "Exhibit A" attached hereto, and Apartment P20-D located at 120 East 87th Street, New York, N.Y. and the contents thereof, except as follows:

(1) Within ten days (10) days of the entry of this Order, Defendant Clamens shall provide the staff of the Securities and Exchange Commission ("staff") with an inventory, certified as to correctness by Defendant Clamens' counsel, of all personal property at Apartment P20-D located at 120 East 87th Street, New York, N.Y. and identify with particularity those personal items of nominal value they seek to remove from the premises. Within ten (10) days.

after receipt of this inventory, the staff will review the inventory and, upon approval by the staff, those items of nominal value will no longer be subject to this Order. The staff reserves the right, upon reasonable notice to Defendant Clamens' counsel who may be present, to inspect the premises and any personal property in it in an effort to ascertain the fair market value of any particular items of personal property in it; and

(2) The arrangement dated June 5, 2009 which provides for the surrender of the premises in Miami, Florida, leased by Forum Trading Corp. from One Biscayne Tower, LLC, and of the security deposit in the amount of \$7,449 is hereby ratified and One Biscayne Tower, LLC is free to dispose of the security deposit as it sees fit.

II.

IT IS FURTHER ORDERED that, pending final disposition of this action or such further order of the Court, expedited discovery, solely with respect to ensuring compliance with the provisions of Section I. above, shall be permitted as follows:

(1) The Commission shall be permitted to take depositions, including the depositions of Defendants, on three (3) days' notice;

(2) The Commission shall be permitted to obtain the production of documents within three (3) days from service by facsimile or otherwise of a request or subpoena, from Defendants or any other persons or entities, including non-party witnesses;

(3) The Commission shall be permitted to obtain other discovery from Defendants, including interrogatories and requests for admissions, within three (3) days from the date of service by facsimile or otherwise of such other discovery requests, interrogatories, or requests for admissions.

III.

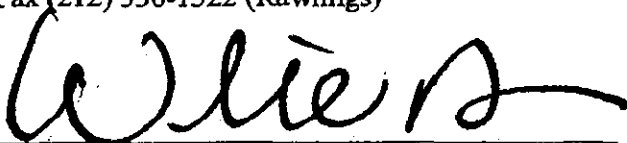
IT IS FURTHER ORDERED that this Order shall be, and is, binding upon Defendants and their agents, servants, employees, and attorneys, and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise.

VI.

IT IS FURTHER ORDERED that Defendants may seek to modify this Order to the extent and in the manner provided by applicable law.

STIPULATED AND AGREED TO BY:

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Steven G. Rawlings, Esq. (SR-0623)
Rhonda Jung, Esq. (RJ-3864)
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**Counsel for Defendants Guillermo Clamens,
FTC Capital Markets, Inc. and
FTC Emerging Markets, Inc.**

SO ORDERED

Paul R. Gardephe

HON. PAUL G. GARDEPHE
UNITED STATES DISTRICT JUDGE

June 29, 2009
New York, New York

Exhibit A

Entity Name	Account Number	Account Name
Wachovia Bank, N.A.	2000013242691	FTC Emerging Markets
	2000018010598	FTC Emerging Markets
	2000013241508	Forum Trading Corp Payroll Account
	2000013241676	Forum Trading Corp Operating Account
	2000013242387	Forum Trading Corporation
	2000013242484	FTC Holdings LLC Guillermo Clameus
	2000018011403	Prime Global Securities
	2000018011416	Prime Global Securities
	2000018667006	Prime Global Securities
Penson Financial Services, Inc.	2000027741418	FTC Holdings LLC
	07-11405008	FTC CAPITAL MARKETS, INC. DEPOSIT ACCOUNT Corporate
	07-11405016	FTC CAPITAL MARKETS, INC. DEPOSIT ACCOUNT Corporate
	07-11405024	FTC CAPITAL MARKETS, INC. ERROR ACCOUNT Corporate
	07-11405032	FTC EMERGING MARKETS INC Corporate NRA
	07-11405040	FTC EMERGING MARKETS INC Corporate NRA
	07-11405057	FTC EMERGING MARKETS INC Corporate NRA
	07-11405065	FTC EMERGING MARKETS INC Corporate NRA
	07-11405073	FTC EMERGING MARKETS INC Corporate NRA
	07-11405099	FTC CAPITAL MARKETS, INC. SETTLEMENT ACCOUNT Corporate
	07-11405107	FTC CAPITAL MARKETS, INC. COMMISSIONS ACCOUNT Corporate
	07-11405115	FTC CAPITAL MARKETS, INC. Corporate Account (Cash)
	11405131	FTC GROUP CARACAS CA
	07-11405172	FTC EMERGING MARKETS INC Corporate NRA
	07-11405180	FTC EMERGING MARKETS INC Corporate NRA
	07-11405198	FTC EMERGING MARKETS INC Corporate NRA
	07-11405206	FTC EMERGING MARKETS INC Corporate NRA
	11405396	FTC GROUP SOCIEDAD DE CORRETAJE DE TITULOS VALORES C A
	07-11405412	FTC EMERGING MARKETS INC Corporate NRA
	07-11405420	FTC EMERGING MARKETS INC Corporate NRA
	07-11405453	FTC EMERGING MARKETS INC Corporate NRA
	07-11405487	FTC CAPITAL MARKETS INC Corporate
	07-11405495	FTC CAPITAL MARKETS INC Corporate
	07-11405503	FTC CAPITAL MARKETS INC Corporate
	07-11405651	FTC LONDON UK LIMITED Corporate NRA
	11405727	FTC INTERNATIONAL SPC
	11405735	FTC HOLDINGS LLC
	07-22530455	FTC EMERGING MARKETS INC NRA Corporate Account (Cash)
	07-32383994	FTC EMERGING MARKETS INC Corporate NRA
	07-91PQ0106	FTC CAPITAL MARKETS, INC. - PQ16
	07-91PQ0205	FTC CAPITAL MARKETS, INC.
	07-91PQ1609	FTC CAPITAL MARKETS, INC.
	07-91PQ1906	FTC CAPITAL MARKETS, INC. - PQ19
	11406014	GUILLERMO D CLAMENS / MARIELA HERNANDEZ JTWROS
	11406022	GUILLERMO D CLAMENS / MARIELA HERNANDEZ JTWROS
Newedge USA, LLC	817, 001-64381,C235299	FTC CAPITAL MARKETS, INC.
	809, 001-64366,C234182	FTC EMERGING MARKETS, INC.
	808, 001-64368,C234193	FTC LONDON UK LIMITED
Morgan Stanley	34-DA2NM	FTC EMERGING MARKETS, INC.
	34-DA2206	PRIME GLOBAL SECURITIES, INC.
BNP Paribas	31600028	FTC CAPITAL MARKETS, INC DEPOSIT ACCOUNT
	31600047	FTC CAPITAL MARKETS, INC SETTLEMENT ACCOUNT
	31600108	FTC EMERGING MKTS ACCOUNT 1
Savoy Bank	2000750	GUILLERMO D CLAMENS
	1000157	GUILLERMO D CLAMENS
JP Morgan Chase Bank NA	790037782	FTC CAPITAL MARKETS, INC.
	790051528	FTC EMERGING MARKETS, INC.
Bear Stearns, a division of JP Morgan	996-02877	FTC CAPITAL MARKETS
	615-17212	FTC CAPITAL MARKET
	197-93690	FTC CAPITAL MARKETS INC
	197-94984	FTC CAPITAL MARKERS INC A/C FTC EMERGING MARKETS
	197-94328	FTC CAPITAL MARKETS INC
	197-96329	FTC CAPITAL MARKETS INC
	042-00263	FTC EMERGING MARKETS, INC.
	042-00212	FTC EMERGING MARKETS, INC.
	350-92516	FTC CAPITAL MARKETS INC